SOUTH Quesnel BIA

BYLAWS

Updated October 2026

Bylaw Information

1) The name of the Society is “SOUTH QUESNEL BUSINESS IMPROVEMENT ASSOCIATION”.

2) The purposes of the Society are:

to promote the economic, commercial and social welfare of the City of Quesnel as affected by the south Quesnel business district thereof.

i. to make studies of and advance any project, plan or improvement designed to benefit the city and to further the development and expansion of such district.
ii. to maintain and increase real property values in such district; to co-operate with and aid any person, group or association in projects intended to benefit the City as a whole and the said district.
iii. to encourage found or incorporate and if deemed advisable to operate, any organization, society or body corporate proposing to improve the said business district.
iv. to disseminate information to the public concerning the welfare of the city and the said district and generally to act in any or all matters for the benefit of the said city and district.

3) the activities of the Society shall be non-political.
4) in the event of winding-up or dissolution of the Society or other liquidation or distribution of its assets, and after payment of all debts and liabilities of the Society:

i. any money remaining which was granted to the Society by the City of Quesnel pursuant to Section 233 of the Municipal Act, R.S.B.C. 1996, and amendments thereto, shall be distributed pro rata among the owners of real property in the Quesnel Downtown Business Improvement Area as of January 31 immediately following the completion of winding-up or dissolution apportionment among owners shall be based on each owner’s assessed real property value on December 31 immediately prior to the January 31 distribution date as recorded on the tax rolls of the City of Quesnel and as compared to the total assessed value for all owners of real property in the Quesnel Downtown Business Improvement area; and
ii. any remaining assets of the Society shall be distributed in a manner determined by the members of the Society.

5) Any monies granted to the Society by the City of Quesnel pursuant to Section 233 of the Municipal Act R.S.B.C. 1996, c* and amendments thereto:

i. Are to be spent in accordance with the business promotion scheme as defined in section 233(1) of the Municipal Act determined from time to time by the members of the Society and the City of Quesnel; and
ii. If not required for immediate use may be invested only in such securities in which trustees are authorized by law to invest.

6) Paragraphs 3, 4, and 5 of these bylaws are unalterable in accordance with the Society Act.

Part 1 – Interpretation

1. In these bylaws, unless the context otherwise requires:
   "Directors" means the directors of the society for the time being.
   "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it.

Part 2 – Membership

2. The members of the association are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

3. There shall be two categories of membership in the Society as follows:

i. **Active Members:** Shall be a Property Owner, Employee or Tenant admitted to the Association who comply with all the requirements for being an Active Member as shall be determined from time to time by the Directors. A business may have up to three (3) representatives serving on the Board of Directors. However, regardless of the number of representatives serving from the same business, each Active Member business shall be entitled to only one (1) vote on any matter requiring a vote of the membership or the Board. The representatives of that business shall determine which individual will cast the vote on its behalf.

ii. **Honorary Members:** Shall include any persons or corporations that the Directors may from time to time decide to honor with Honorary Membership in the Society for exemplary service to the Society. Honorary Membership in the Society shall not be entitled to vote at any General Meetings of the Society although they may attend as an overserve with no stated opinion. Honorary members shall be entitled to all privileges extended to them as Directors may determine.

4. The Society shall never have more Honorary Members then Active Members.
5. Every member shall uphold the B.C Societies Act and comply with these bylaws.

6. **Membership Dues:**

i. The amount of the annual membership dues for Active Members shall be in accordance with the City of Quesnel Bylaws.

ii. All members are in good standing unless notified by the City of Quesnel in accordance with their bylaws.

7. **Termination and Expulsion:**

I. A person shall cease to be a Member of the Society on ceasing to be a Property Owner or tenant.
II. A Member may be expelled by a special resolution of the members passed at a General Meeting.
III. The notice of a Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
IV. The person who is the subject of the proposed resolution for expulsion shall be given a copy of the notice of Special Resolution for expulsion accompanied by a brief statement of the reason or reasons for the proposed expulsion and shall be given the opportunity to be head at the General Meeting before Special Resolution is put to a vote.

8. **Representation:**

No member shall without prior approval of the Executive Director OR the President:

i. represent or speak on behalf of the Society, or
ii. order any goods or services in the name of the Society

Part 3 – Meetings of Members

9. General meetings of the association must be held at the time and place, in accordance with the Society Act, that the directors decide.
   i. The association will hold 9 meetings per year (no meetings in December, July, August)

10. Subject to the requirements of the Societies Act, notice of a General Meeting is validly given if sent electronically to:

I. Every member who is in good standing in the member registry on the day notice is given and has provided an electronic address to the society.
II. The societies City Liaison
III. The City of Quesnel

11. Notice of a General Meeting also must be:

i. Posted on the Society's website throughout a period commencing of at least 21 days before the meeting and ending when the General meeting is held, and;
ii. Sent out via paper copy to those businesses who request so.

12. The directors may, when they see fit, convene an extraordinary general meeting.

13. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after holding of the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

14. The following business shall be transacted at an Annual General Meeting:

i. The adoption of *The B.C Societies Act* (Rules of Order)
ii. The consideration of financial statements (verbally or in document)
iii. The report of the directors
iv. The election of directors
v. The other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

15. Meeting time/length:

i. Annual General Meetings as well as Regular Monthly meetings must not proceed longer than 60 minutes except for;
    a. Special meetings where notice is given ahead of time to all members
ii. Roundtable discussion is to take place after a meeting has been adjourned. Meeting Minutes will not take place other than a short general point form description of what was discussed.

16. Proceedings without Quorum:

i. Quorum is 50% of the elected officers/directors
ii. If it is known prior to a planned monthly meeting that quorum will not be met, the meeting will be cancelled or postponed as per the chair. In this event Motions/voting can be done via email.
iii. No business other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
iv. If at any time during a general meeting there ceases to be a quorum present via in person, zoom or telephone, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
v. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within

30 minutes from the time and appointed for the meeting, the members present constitute a quorum.

17. Subject to this bylaw the president, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

18. If at a general meeting:

i. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or

ii. the president and all other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

19. Adjournment:

i. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

ii. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

iii. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

iv. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

20. Voting:

i. An active member is entitled to one vote at an Annual General Meeting.

ii. Only directors are able to vote at extraordinary meetings *(extraordinary meeting is that which is called by a member/director and is not a scheduled AGM or regular monthly meeting)*

iii. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.

iv. Voting is by show of hands.

v. Voting by proxy is NOT permitted

vi. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting.

vii. If quorum is not met at a meeting, members may vote via electronic communication such as Zoom, Email, and phone. Executive Director is to communicate and put forth the meeting agenda and motions to be made.

Part 5 – Directors and Officers

21. The directors may exercise all the powers and do all the actions and things that the SQ BIA may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

i. all laws affecting the SQ BIA
ii. these bylaws, and
iii. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

22. No rule, made by the society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

23. Number of Directors & Qualifications:

i. The number of Directors shall be a minimum of 3
ii. The directors chosen shall be active members only
iii. The executive officers of the society shall be a President, a Vice president and a Treasurer. All of whom shall be elected by members of the association at the Annual General Meeting.
iv. Executive officers (President, Vice President, and Treasurer) must represent 3 separate businesses
v. All Officers and directors must be at least 18 years of age
vi. All elected positions must agree to comply with the B.C Societies Act AND these bylaws

24. Director Election & Term

i. All Directors shall hold office for a term of 1 year, retiring office at the second Annual General meeting following the election of their successors or appointed persons in accordance with these bylaws
ii. The president, vice president, treasurer and a minimum of 3 more other person are the directors of the society.
iii. The number of executives must be 6 or a greater number determined from time to time at a general meeting, this includes the president, vice president and treasurer.
iv. The directors must retire from office at each annual general meeting when their successors are elected.
v. An election may be by acclamation, otherwise it must be by ballot.
vi. If a successor is not elected, the person previously elected or appointed continues to hold office.

vii. In a state of emergency, the director terms may be extended for one year upon notification to the membership

viii. The members may, by special resolution, remove a director, before the expiration of his/her/their term of office, and may elect a successor to complete the term of office.

25. Nominations:

i. All positions must be posted and shared with members of the society at least thirty (30) days before the date of the Annual General Meeting.

ii. A list of all qualified nominees shall be shared at the Annual General Meeting prior to the election.

iii. Nominations can take place up until the Election at the Annual General Meeting.

26. Vacancy on Board:

If a director resigns his/her/their office or otherwise ceases to hold office, the remaining directors may appoint an active member to take the place of the former director.

27. Removal of a Director:

The Active Members may, by special resolution at a general meeting, called for that purpose, remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.

28. Remuneration:

No director shall be remunerated for being or acting as s director, but a director shall be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

i. The directors may meet at the place they see fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit in accordance to these bylaws and the B.C Society Act.

ii. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

iii. The President, shall on the request of two or more director, convene a meeting of directors.

29. Voting:

i. Questions arising at a meeting of directors and committee of directors shall be decided by a majority of votes
ii. In case of an equality of votes, the chairperson does NOT have a second or casting vote.
iii. Voting may take place via electronic communication (Zoom, email, phone)

30. Delegation to a Committee:

i. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
ii. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

31. Committee Meetings:

i. The members of a committee may meet and adjourn as they see proper.
ii. A committee shall elect a director as a chairperson of its meetings, but if no chairperson is elected or if at a meeting the chairperson is not present the directors present who are members of the committee shall choose one of their members to be chairperson of the meeting.

Part 7 – Duties of Officers

32. President:

The president presides at all meetings of the society and of the directors.

i. The president carries out the responsibility of connecting with the Executive Director
ii. The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
iii. As chief executive, it is expected for the president to be chair of the city communications committee and be present for all communications with the city.

33. Vice President:

The Vice president must carry out the duties of the president during the president's absence.

i. It is expected that the Vice President attend All Annual General Meetings as well as ordinary monthly meetings

34. Treasurer:

The duties of the Treasurer are to review the financial records and statements received from the chartered accountant including the annual financial statements.

ii. Connect with the Executive Director prior to meetings to receive account information and updates.

iii. Report out at general meetings the financial statements from the chartered accountant.

35. In the absence of the treasurer from a meeting, the directors must appoint another person to act as treasurer at said meeting.

36. Directors:

The duties of the Directors are to attend monthly meetings, and exercise their voting privileges

i. Directors are expected that when a president or vice president are absent from a meeting, they will carry out the duties of the current elected officers.

ii. It is in the best interest of the society that the elected directors chair and/or sit on a committee.

37. Executive Director (Paid Staff):

The Executive Director shall have the authority to engage in the services of the Executive Director to manage the day-to-day tasks and affairs of the Society and oversee the management and duties of all other employees of the Society.

i. The Executive director shall have authority to make financial decisions on all fixed expenses as per the annual budget to carry out the purposes of the Society.

ii. The Executive Director is granted authority to make purchases as they feel fit and that are in the best interest of the association of monies up to $150 per month.

iii. The Executive Director shall report and connect with the current President on a regular basis.

iv. The Executive Director shall execute those tasks listed in his/her/their job description.

Part 8 – Seal

The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

38. Authority to use Seal:

The common seal shall be affixed only when an authorized resolution of the Directors and then only in the presence of the person prescribed in the resolution, or if no persons are prescribed, then by any two Directors.

Part 9– Notice to Members

39. A notice may be given to a member personally, by mail (at their registered mailing address), or by electronic distribution (email, airdrop etc.)

i. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
ii. No other person other than a business member is entitled to receive a notice of a general meeting

Part 10 – Bylaws

40. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the strategic plan, bylaws and policies
41. These bylaws must not be altered or added to except by special resolution/meeting or AGM.

Part 11 – Records

42. The Executive Director shall store minutes and all records required by the Act to be kept in any appropriate format and shall provide forth safekeeping of such information. Such minutes and records of the Society shall be open to inspection by all members in good standing upon a reasonable period of notice.

Part 12 – Policies (Adding and Editing)

43. Adding new policies to this document may be done at any regular monthly meeting.

44. Editing existing policies may only be done at a special/resolutions meeting or Annual General Meeting.